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18016-18
AUG 31 1993 - 11:40 AM
INTERSTATE COMMERCE COMMISSION COUNSEL
URBAN A. LESTER

3-243A007

August 31, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed and acknowledged copies of a Termination of Agreement dated August 31, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to an Interim Use Agreement dated as of November 24, 1992, which was recorded on December 2, 1992 under Recordation Number 18016.

The names and addresses of the parties to the enclosed document are:

Thrall Car Manufacturing Company
2521 State Street
Chicago, Illinois 60411-0218

The Atchison, Topeka and Santa Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173

A description of the railroad equipment covered by the enclosed document is set forth in Annex A thereto.

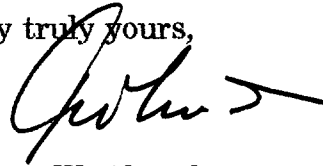
Kim L. Bartman
Country Club

Mr. Sidney L. Strickland, Jr.
August 31, 1993
Page 2

Also enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

8/31/93

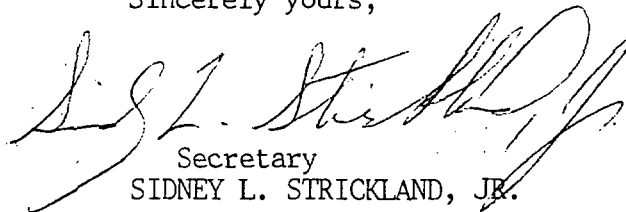
OFFICE OF THE SECRETARY

Robert w. Alvord
Alvord & Alvord
918 16th St N.W.
Washington, D.C. 20006

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **8/31/93** at **11:40am**, and assigned
recording number(s). **18284-F, 18284-G & 18016-G**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

274-14

AUG 31 1993 -11 40 4AM

TERMINATION OF AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS TERMINATION OF AGREEMENT, made this 31st day of August, 1993, by and between THRALL CAR MANUFACTURING COMPANY, an Illinois corporation ("Thrall"), and THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, a Delaware corporation ("Railroad").

WHEREAS, Thrall and Railroad are parties to an Interim Use Agreement, dated as of November 24, 1992 (the "Agreement"); and

WHEREAS, the Agreement was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303, on December 2, 1992, at 11:55 a.m. and given Recordation Number 18016; and

WHEREAS, Thrall and Railroad desire to terminate and cancel the Agreement with respect to the items described herein and to record such termination and cancellation with the ICC;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and Thrall, intending to be legally bound, agree as follows:

1. Railroad and Thrall hereby terminate and cancel the Agreement, effective August 31, 1993, with respect to the items described on Annex A hereto (hereinafter, the "Terminated Units"), and Railroad and Thrall hereby agree that no rights, duties or liabilities under the Agreement with respect to such Terminated Units shall survive the termination and cancellation of the Agreement, except for the obligations under Section 4 of the Agreement with respect to the time period during which the Terminated Units were subject to the Agreement, which obligations shall survive the termination and cancellation of the Agreement.

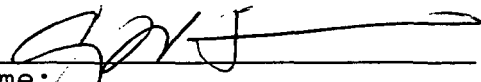
2. The parties agree to record this Termination of Agreement with the ICC.

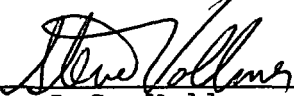
3. This Termination of Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Termination of Agreement.

IN WITNESS WHEREOF, Railroad and Thrall have each caused this Termination of Agreement to be duly executed by their authorized officers as of the day and year first above written.

ATTEST:
(SEAL)

THE ATCHISON, TOPEKA AND
SANTA FE RAILWAY COMPANY


Name: _____
Title: CRAG N. SMETKO
ASSISTANT SECRETARY

By: 
Name: L.S. Vollmer
Title: Director of Finance

ATTEST:
(SEAL)

THRALL CAR MANUFACTURING COMPANY

Name: _____
Title: _____

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, Railroad and Thrall have each caused this Termination of Agreement to be duly executed by their authorized officers as of the day and year first above written.

ATTEST:
(SEAL)

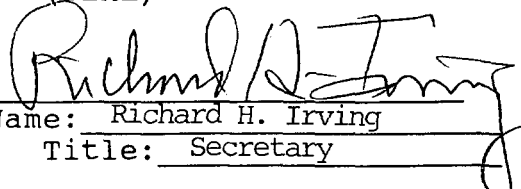
THE ATCHISON, TOPEKA AND
SANTA FE RAILWAY COMPANY

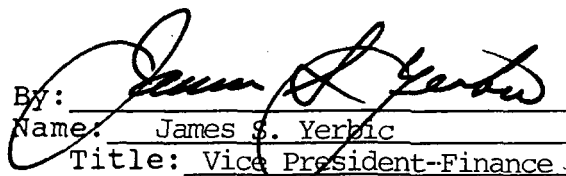
Name: _____
Title: _____

By: _____
Name: L.S. Vollmer
Title: Director of Finance

ATTEST:
(SEAL)

THRALL CAR MANUFACTURING COMPANY


Name: Richard H. Irving
Title: Secretary


By: _____
Name: James S. Yerbic
Title: Vice President-Finance

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 26 day of August, 1993, before me personally appeared L.S. Vollmer, to me personally known, who, being duly sworn, did say that he is Director of Finance of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Lois M. Melkovitz
Notary Public

My commission expires:

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this _____ day of August, 1993, before me personally appeared _____, to me personally known, who, being duly sworn, did say that he is _____ of THRALL CAR MANUFACTURING COMPANY, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Notary Public

My commission expires:

STATE OF ILLINOIS)
)
COUNTY OF COOK)


On this ____ day of August, 1993, before me personally appeared L.S. Vollmer, to me personally known, who, being duly sworn, did say that he is Director of Finance of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Notary Public

My commission expires:

STATE OF ILLINOIS)
)
COUNTY OF ~~COOK~~ DuPage)

On this 31st day of August, 1993, before me personally appeared James S. Yerbic, to me personally known, who, being duly sworn, did say that he is Vice President-Finance of THRALL CAR MANUFACTURING COMPANY, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Notary Public

My commission expires:

1-30-94



ANNEX A

FULLY ENCLOSED BI-LEVEL AUTO RACKS

SHIPPED FOR JOB 768

RACK NUMBER		CAR MARK	ROAD NUMBERS	INSPECTION DATE
-----		-----	-----	-----
ATSF	3369	TTGX	993067	26-JUL-93
ATSF	3370	TTGX	992953	" "
ATSF	3371	TTGX	982104	" "
ATSF	3372	TTGX	975841	" "
ATSF	3373	TTGX	991110	" "
ATSF	3374	TTGX	981208	" "
ATSF	3381	TTGX	980297	" "
ATSF	3382	TTGX	980133	" "
ATSF	3383	TTGX	975763	JUL-27-1993
ATSF	3384	TTGX	992906	" "
ATSF	3385	TTGX	990460	" "
ATSF	3386	TTGX	981153	" "
ATSF	3387	TTGX	980041	" "
ATSF	3388	TTGX	942241	" "
ATSF	3389	TTGX	982489	" "
ATSF	3390	TTGX	962202	" "
ATSF	3391	TTGX	965514	JUL-28-1993
ATSF	3392	TTGX	980190	" "
ATSF	3393	TTGX	942293	" "
ATSF	3394	TTGX	982039	" "
ATSF	3395	TTGX	983089	" "
ATSF	3396	TTGX	982253	" "
ATSF	3397	TTGX	990626	" "
ATSF	3399	TTGX	914041	" "
ATSF	3375	TTGX	990663	JUL-29-1993
ATSF	3376	TTGX	979021	" "
ATSF	3377	TTGX	990481	" "
ATSF	3398	TTGX	992881	" "
ATSF	3400	TTGX	965470	" "
ATSF	3401	TTGX	941414	" "
ATSF	3402	TTGX	990408	" "
ATSF	3403	TTGX	941471	" "
ATSF	3378	TTGX	990814	JUL-30-1993
ATSF	3379	TTGX	979027	" "
ATSF	3380	TTGX	975739	" "
ATSF	3404	TTGX	980220	" "
ATSF	3405	TTGX	961606	" "
ATSF	3406	TTGX	993085	" "
ATSF	3407	TTGX	981235	" "
ATSF	3408	TTGX	979076	" "
ATSF	3409	TTGX	962363	AUG-02-1993
ATSF	3410	TTGX	982286	" "
ATSF	3412	TTGX	973962	" "

ANNEX A

FULLY ENCLOSED BI-LEVEL AUTO RACKS

SHIPPED FOR JOB 768

RACK NUMBER		CAR MARK	ROAD NUMBERS	INSPECTION DATE
ATSF	3413	TTGX	982040	" "
ATSF	3414	TTGX	980528	" "
ATSF	3416	TTGX	983086	" "
ATSF	3417	TTGX	993113	" "
ATSF	3415	TTGX	982440	AUG-03-1993
ATSF	3418	TTGX	981914	" "
ATSF	3419	TTGX	940173	" "
ATSF	3420	TTGX	975762	" "
ATSF	3421	TTGX	981403	" "
ATSF	3422	TTGX	942336	" "
ATSF	3423	TTGX	993117	" "
ATSF	3425	TTGX	975615	" "
ATSF	3411	TTGX	981922	AUG-04-1993
ATSF	3424	TTGX	980405	" "
ATSF	3426	TTGX	990590	" "
ATSF	3427	TTGX	975710	" "
ATSF	3428	TTGX	981045	" "
ATSF	3429	TTGX	980504	" "
ATSF	3430	TTGX	973986	" "
ATSF	3431	TTGX	982126	" "
ATSF	3432	TTGX	983198	" "
ATSF	3433	TTGX	990704	AUG-05-0993
ATSF	3434	TTGX	990294	" "
ATSF	3435	TTGX	990640	" "
ATSF	3436	TTGX	981946	" "
ATSF	3437	TTGX	979869	" "
ATSF	3438	TTGX	980947	" "
ATSF	3439	TTGX	979094	" "
ATSF	3440	TTGX	982082	" "
ATSF	3441	TTGX	979923	AUG-06-1993
ATSF	3442	TTGX	982418	" "
ATSF	3443	TTGX	980276	" "
ATSF	3444	TTGX	980953	" "
ATSF	3445	TTGX	979177	AUG-09-1993
ATSF	3446	TTGX	991005	" "
ATSF	3447	TTGX	979829	" "
ATSF	3448	TTGX	982318	" "
ATSF	3449	TTGX	983148	" "
ATSF	3450	TTGX	991261	" "
ATSF	3451	TTGX	982350	" "
ATSF	3452	TTGX	980060	" "
ATSF	3453	TTGX	982321	AUG-10-1993
ATSF	3454	TTGX	942007	" "

ANNEX A

FULLY ENCLOSED BI-LEVEL AUTO RACKS

SHIPPED FOR JOB 768

RACK NUMBER	CAR MARK	ROAD NUMBERS	INSPECTION DATE
ATSF 3455	TTGX	991191	" "
ATSF 3456	TTGX	980391	" "
ATSF 3457	TTGX	981966	" "
ATSF 3458	TTGX	981150	" "
ATSF 3460	TTGX	975681	" "
ATSF 3461	TTGX	990293	" "
ATSF 3459	TTGX	980235	AUG-11-1993
ATSF 3462	TTGX	983008	" "
ATSF 3463	TTGX	940918	" "
ATSF 3464	TTGX	982320	" "
ATSF 3465	TTGX	979166	" "
ATSF 3466	TTGX	980452	" "
ATSF 3467	TTGX	990988	" "
ATSF 3469	TTGX	990230	" "
ATSF 3468	TTGX	981206	AUG-12-1993
ATSF 3470	TTGX	990212	" "
ATSF 3471	TTGX	980156	" "
ATSF 3472	TTGX	975844	" "
ATSF 3473	TTGX	990757	" "
ATSF 3474	TTGX	872115	" "
ATSF 3475	TTGX	979808	" "
ATSF 3476	TTGX	979855	" "
ATSF 3477	TTGX	990323	AUG-13-1993
ATSF 3478	TTGX	990208	" "
ATSF 3479	TTGX	992888	" "
ATSF 3480	TTGX	941711	" "
ATSF 3481	TTGX	979977	" "
ATSF 3482	TTGX	962036	" "
ATSF 3483	TTGX	978981	" "
ATSF 3484	TTGX	962365	" "
ATSF 3485	TTGX	991063	AUG-16-1993
ATSF 3486	TTGX	941166	" "
ATSF 3487	TTGX	942207	" "
ATSF 3488	TTGX	990289	" "
ATSF 3489	TTGX	940144	" "
ATSF 3490	TTGX	980174	" "
ATSF 3491	TTGX	991014	" "
ATSF 3492	TTGX	980259	" "
ATSF 3493	TTGX	982155	AUG-17-1993
ATSF 3494	TTGX	990676	" "
ATSF 3495	TTGX	980965	" "
ATSF 3496	TTGX	991127	" "
ATSF 3497	TTGX	963994	" "

ANNEX A

FULLY ENCLOSED BI-LEVEL AUTO RACKS

SHIPPED FOR JOB 768

RACK NUMBER		CAR MARK	ROAD NUMBERS	INSPECTION DATE
ATSF	3498	TTGX	981941	" "
ATSF	3499	TTGX	981891	" "
ATSF	3500	TTGX	980200	" "
ATSF	3509	TTGX	973993	AUG-19-1993
ATSF	3510	TTGX	964512	" "
ATSF	3511	TTGX	983615	" "
ATSF	3512	TTGX	983258	" "
ATSF	3513	TTGX	965033	" "
ATSF	3514	TTGX	975728	" "
ATSF	3515	TTGX	992891	" "
ATSF	3516	TTGX	942230	" "
ATSF	3517	TTGX	990976	AUG-20-1993
ATSF	3518	TTGX	982428	" "
ATSF	3519	TTGX	991058	" "
ATSF	3520	TTGX	979111	" "
ATSF	3521	TTGX	990266	" "
ATSF	3523	TTGX	965559	" "
ATSF	3524	TTGX	982012	" "
ATSF	3525	TTGX	992930	" "
ATSF	3522	TTGX	990958	AUG-23-1993
ATSF	3526	TTGX	981132	" "
ATSF	3527	TTGX	990912	" "
ATSF	3528	TTGX	983611	" "
ATSF	3529	TTGX	983618	" "
ATSF	3530	TTGX	979952	" "
ATSF	3531	TTGX	991045	" "
ATSF	3532	TTGX	979863	" "
ATSF	3533	TTGX	983068	AUG-24-1993
ATSF	3534	TTGX	981170	" "
ATSF	3535	TTGX	979986	" "
ATSF	3536	TTGX	979912	" "
ATSF	3537	TTGX	978800	" "
ATSF	3538	TTGX	980334	" "
ATSF	3539	TTGX	983616	" "
ATSF	3540	TTGX	983617	" "

TOTAL CARS

164